

CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
Howard R. Hawkins, Jr. Esq.
Ellen M. Halstead, Esq.

Attorneys for Morgan Stanley

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

-----X	Chapter 11
In re:	:
LEHMAN BROTHERS HOLDINGS INC.,	:
Debtor.	:
	:
	:
	X

**NOTICE OF APPEARANCE AND
REQUEST FOR NOTICE AND PAPERS**

PLEASE TAKE NOTICE that Morgan Stanley & Co. Incorporated and all of its affiliates, including Morgan Stanley Capital Group Inc., Morgan Stanley & Co. International Limited, Morgan Stanley Capital Services Inc., Morgan Stanley Derivative Products Inc., Morgan Stanley & Co. International PLC, and Morgan Stanley Bank International Limited (collectively, "Morgan Stanley") hereby enters its appearance by and through its counsel, Cadwalader, Wickersham & Taft LLP, pursuant to section 1109 of title 11 of the United States Code (the "Bankruptcy Code") and Rule 9010 of the Federal Rules of Bankruptcy Procedure (the "Bankruptcy Rules"), and such counsel hereby requests that all papers served or required to be

served in this case and in any cases consolidated or administered herewith, be given and served upon:

Howard R. Hawkins, Jr. Esq.
Ellen M. Halstead, Esq.
Cadwalader, Wickersham & Taft LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666
howard.hawkins@cwt.com
ellen.halstead@cwt.com

This request encompasses all notices, copies, and pleadings referred to in section 1109(b) of the Bankruptcy Code, or in Bankruptcy Rules 2002, 3017, or 9007 including, without limitation, notices of any orders, motions, orders to show cause, demands, complaints, petitions, pleadings, memoranda, affidavits, declarations, notices of adjournment, disclosure statement(s) and plan(s) of reorganization, or requests, presentments, applications, and any other documents brought before this Court or in this case and the proceedings therein, whether formal or informal, written or oral, or transmitted or conveyed by mail, delivery, telephone, electronic mail, telegraph, telecopy, telex, or otherwise which affect or seek to affect the above captioned case and any proceedings therein.

Neither this Notice of Appearance and Request for Notice and Papers nor any subsequent appearance, pleading, claim, proof of claim, document, suit, motion nor any other writing or conduct should be taken to constitute a waiver of any right of Morgan Stanley: (i) to have any and all final orders in any and all non-core matters entered only after de novo review by a United States District Court Judge; (ii) to trial by jury in any proceeding as to any and all

matters so triable herein, whether or not the same be designated legal or private rights, or in any case, controversy or proceeding related hereto, notwithstanding whether or not such matters are designated as “core proceedings” pursuant to 28 U.S.C. § 157(b)(2)(H), and whether such jury trial is pursuant to statute or the United States Constitution; (iii) to have the reference of this matter withdrawn by the United States District Court in any matter or proceeding subject to mandatory or discretionary withdrawal; and (iv) to rights, claim, actions or defenses, setoffs, recoupments or other matters to which this party is entitled under any agreements or at law or in equity or under the United States Constitution.

Dated: New York, New York
September 16, 2008

/s/ Howard R. Hawkins Jr.
Howard R. Hawkins, Jr. Esq.
Ellen M. Halstead, Esq.
CADWALADER, WICKERSHAM & TAFT LLP
One World Financial Center
New York, New York 10281
Telephone: (212) 504-6000
Facsimile: (212) 504-6666

Attorneys for Morgan Stanley